

1215573

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



03043598

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED  
DEC 31 2003  
THOMSON  
FINANCIAL

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)  
Deploy Solutions, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business  
Human Resources Solutions

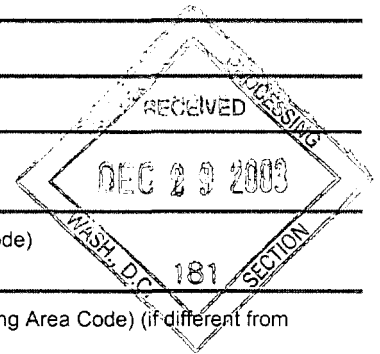
Type of Business Organization

[X] corporation [ ] limited partnership, already formed [ ] other (please specify):  
[ ] business trust [ ] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [ 0 ][ 5 ] [ 9 ][ 8 ] [X] Actual [ ] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [ D ][ E ]



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Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or  
Managing Partner

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Full Name (Last name first, if individual)  
**Barbieri, Lee**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**194 Claybrook Road, Dover, MA 02030**

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Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☐ Director   ☐ General and/or  
Managing Partner

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Full Name (Last name first, if individual)  
**Aubuchon, Deirdre**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

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Check Box(es) that Apply:    ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or  
Managing Partner

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**Stata, Raymond P.**

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Full Name (Last name first, if individual)

**3478 Rambow Drive, Palo Alto, CA 94306**

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or  
Managing Partner

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**RSIS Business Trust FKA RSIS Corporation**

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Full Name (Last name first, if individual)

**C/O Northstar Advisors, LLC, 1000 Winter Street, Box 203, Waltham, MA 02451-1443**

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☐ Director   ☐ General and/or  
Managing Partner

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**Percoco, Stephen**

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Full Name (Last name first, if individual)

**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

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Business or Residence Address (Number and Street, City, State, Zip Code)

---

Check Box(es) that Apply:    ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☐ Director   ☐ General and/or  
Managing Partner

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**Sao, Sham**

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Full Name (Last name first, if individual)

**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

**Marciano, Susan**

Full Name (Last name first, if individual)

**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

**Scearbo, Gail**

Full Name (Last name first, if individual)

**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:    ☐ Promoter    ☐ Beneficial Owner    ☒ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

**Freeman, Dana**

Full Name (Last name first, if individual)

**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:    ☐ Promoter    ☒ Beneficial Owner    ☒ Executive Officer    ☒ Director    ☐ General and/or Managing Partner

**Kleiman, Mel**

Full Name (Last name first, if individual)

**Humetrics, 8300 Bissonnet, Suite 490, Houston, TX 77074**

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:    ☐ Promoter    ☒ Beneficial Owner    ☒ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

**Kleiman, Brent**

Full Name (Last name first, if individual)

**100 Lowder Brook Drive, Suite 1100, Westwood, MA, 02090**

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:    ☐ Promoter    ☒ Beneficial Owner    ☐ Executive Officer    ☐ Director    ☐ General and/or Managing Partner

**Kleiman, Steven**

Full Name (Last name first, if individual)

**8902 Sager Drive, Houston, TX 77096**

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:    ☐ Promoter    ☒ Beneficial Owner    ☐ Executive Officer    ☐ Director    ☐ General and/or  
Managing Partner

**Hunt, Patrick**

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Full Name (Last name first, if individual)  
**2875 Ramona Street, Palo Alto, CA 94306-2365**

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:    ☐ Promoter    ☒ Beneficial Owner    ☐ Executive Officer    ☐ Director    ☐ General and/or  
Managing Partner

**Kenrich, Michael**

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Full Name (Last name first, if individual)  
**335 Beach Drive, Aptos, CA 95003**

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Business or Residence Address (Number and Street, City, State, Zip Code)

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**B. INFORMATION ABOUT OFFERING**

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....

\$N/A

3. Does the offering permit joint ownership of a single unit?.....

Yes No  
[ ] [X]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

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Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

Name of Associated Broker or Dealer

---

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

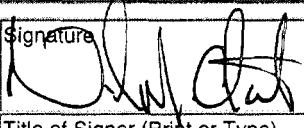
**\$3,703,000**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <b>\$3,703,000</b>
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <b>\$3,703,000</b>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> <b>\$3,703,000</b>

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  <b>Deploy Solutions, Inc.</b>	Signature 	Date  <b>December 19, 2003</b>
Name of Signer (Print or Type)  <b>Nicole M. Stata</b>	Title of Signer (Print or Type)  <b>President</b>	

#### ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**